

## **NOTICE TO THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Trainers' House Corporation to the Annual General Meeting to be held on Thursday 25 March 2010 at 12:00 a.m. at Scandic Hotel Simonkentä, Simonkatu 9, 00100 Helsinki. The reception of persons who have registered for the meeting will commence at 11:30 a.m.

### **A. Matters on the agenda of the Annual General Meeting**

At the Annual General Meeting, the following matters will be considered:

1. Opening of the Meeting
2. Calling the Meeting to order
3. Election of persons to scrutinise the minutes and to supervise the counting of votes
4. Recording the legality of the Meeting
5. Recording the attendance at the Meeting and adoption of the list of votes
6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for 2009

-Review by the CEO

7. Adoption of the financial statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that no dividend will be paid from the financial year 2009 and that the loss of the fiscal year shown by the parent company be transferred to the Company's profit and loss account.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Resolution on the number of members of the Board of Directors

Shareholders representing 37,23 per cent of the votes of the Company have informed that they will propose to the Annual General Meeting that the number of Board members is to be four (4).

11. Resolution on the remuneration of the members of the Board of Directors

Shareholders representing 37,23 per cent of the votes of the Company have informed that they will propose to the Annual General Meeting that the remuneration payable to the members of the Board of Directors remain unchanged, and that the Chairman of the Board receives a fee of EUR 3500 and members EUR 1500 per month.

12. Election of members of the Board of Directors

Shareholders representing 37,23 per cent of the votes of the Company have informed that they will propose to the Annual General Meeting that the present members of the Board of Directors Aarne Aktan, Tarja Jussila, Kai Seikku and Matti Vikkula be re-elected for a further term.

#### 13. Resolution on the remuneration of the Auditor

The Board of Directors proposes that to the Annual General Meeting that the auditor to be elected be reimbursed according to invoice approved by the Company.

#### 14. Election of Auditor

The Board of Directors proposes to the Annual General Meeting that Ernst & Young Ltd. be re-elected as the Company's auditor.

#### 15. Resolution on the Option Programme

The Company has no valid Option Programme. The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting grants option rights to the key persons of the Parent Company and its Subsidiary Companies.

The maximum amount of the Option Rights issued is 5.000.000 and they entitle to subscribe for a maximum number of 5.000.000 of the Company's shares. The Option Rights of the Option Programme shall be entered into the book-entry system.

The Option Rights shall be given free of charge. The maximum percentage of the shares subscribed as a result of the Option Rights is 6,85 per cent of the shares and the votes of the Company if new shares are issued in the subscriptions.

The subscription price of an Option Right share shall be based on the current subscription price of a Trainer's House Corporation share in NASDAQ OMX Helsinki Oy in March 2010 (2010A Options) and in March 2011 (2010B Options). Subscription period for 2010A Option Rights is 1.9.2011–31.12.2012 and for 2010B Option Rights 1.9.2012–31.12.2013.

#### 16. Proposal amend the 7 and 8 §§ of the Articles of Association and resolution on new 12 §.

The Board of Directors proposes to the Annual General Meeting that 7 § of the Articles of Association will be amended in its entirety as follows: "The notice of a General Meeting shall be delivered to shareholders no earlier than three (3) months and no later than three weeks (3) prior to the date of the Meeting by publishing a notice on the website of the company, provided that the date of the publication must be at least nine days prior the record date of the Meeting." Further, the Board of Directors proposes that 8 § of the Articles of Association will be amended by removing its subsection 8 according to which the Annual General Meeting decides in which papers the notice to the Meeting is to be published.

In addition, the Board of Directors proposes to the Annual General Meeting that to the Articles of Association a new 12 § will be added, which in its entirety shall be as follows: "The Annual General Meeting is to be held in the place decided by the Board of Directors, which can be situated in Helsinki or Espoo."

#### 17. Closing of the Meeting.

## **B. Documents of the Annual General Meeting**

The above mentioned proposals of the Board of Directors, the annual report, the report of the Board of Directors and the Auditor's report of Trainers' House Corporation and this notice to the Annual General Meeting shall be available on the website of Trainers' House Corporation, [www.trainershouse.fi](http://www.trainershouse.fi), 21 days prior to the Meeting at the latest. These documents and this notice shall be available also in the Annual General Meeting and copies of these documents and of this notice will be sent to shareholders upon request.

## **C. Instructions for the participants in the Annual General Meeting**

### **1. The right to participate and registration**

Each shareholder, who is registered on 15 March 2010 in the shareholders' register of the Company held by Euroclear Finland Ltd., has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who wants to participate in the Annual General Meeting, shall register for the Meeting no later than 22 March 2010 at 12:00 a.m. by giving a prior notice of participation. Such notice can be given by mail to Trainers' House Corporation, Vladimira Belik, Niittymäentie 7, 02200 Espoo or by telephone to +358 50 376 1431 or by e-mail to [vladimira.belik@trainershouse.fi](mailto:vladimira.belik@trainershouse.fi).

Registration must include the shareholder's name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. Personal information given to Trainers' House Corporation will only be used in connection with the Annual General Meeting and with the processing of related registrations.

Pursuant to Chapter 5, Section 25 of the Company's Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the Meeting.

### **2. Proxy representative and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the Meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting. Possible proxy documents should be delivered to the above mentioned e-mail (e.g. as pdf attachment) or regular mail address before the last date for registration.

### **3. Holders of nominee registered shares**

A holder of nominee registered shares is advised to request, without delay, their custodian bank for the necessary instructions regarding registration in the company's register of shareholders, the issuing of

proxy documents and registration for the Annual General Meeting. The account operator of the custodian bank will register the holder of nominee registered shares wishing to attend the Meeting for temporary registration in the company's shareholder register by no later than 22 March 2010 at 10:00.

4. Other instructions and information

At the date of this notice the total number of shares and votes conveyed by these shares in Trainers' House Corporation is 68.016.704.

Helsinki 2 March 2010

TRAINERS' HOUSE CORPORATION  
THE BOARD OF DIRECTORS